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*Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
<b>In re</b>	:
	:
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:
	:
<b>Debtors.<sup>1</sup></b>	:
	:
-----X	

**Chapter 11**

**Case No. 18-23538 (RDD)**

**(Jointly Administered)**

**NOTICE OF FILING OF PROPOSED ORDERS**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

**PLEASE TAKE NOTICE** that Sears Holdings Corporation and its debtor affiliates, with consent of the applicants, will present the attached proposed orders at the hearing before the Honorable Robert D. Drain, United States Bankruptcy Court, on August 31, 2022 at 10:00 a.m. (Eastern Time) for approval of applications for interim and final allowance of compensation for services provided and reimbursement of expenses incurred by certain professionals retained in these chapter 11 cases.

Dated: August 30, 2022  
New York, New York

/s/ Garrett A. Fail  
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Garrett A. Fail  
Sunny Singh

*Attorneys for Debtors  
and Debtors in Possession*

**Exhibit 1**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
<b>In re</b>	:
	:
<b>SEARS HOLDINGS CORPORATION, <i>et al.</i>,</b>	:
	:
<b>Debtors.<sup>1</sup></b>	:
	:
-----X	

**Chapter 11**

**Case No. 18-23538 (RDD)**

**(Jointly Administered)**

**TENTH ORDER GRANTING APPLICATIONS OF PROFESSIONALS FOR  
INTERIM ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of each of the applications (each, an “**Application**” and collectively, the “**Applications**”) filed by those professionals identified on Schedule A hereto (each, an “**Applicant**” and collectively, the “**Applicants**”) for interim allowance of compensation for professional services rendered and expenses incurred during the periods identified on Schedule A; and the Court having jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Applications and the relief

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications and the deadline for filing objections to the relief requested therein having been provided; and the Court having found and determined that all of the applicable requirements of sections 327, 328, 330, and 331 of title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective February 5, 2013 (as adopted by General Order M-447), and the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (ECF No. 796) have been satisfied with respect to each of the Applications; and it appearing that the services rendered and expenses incurred by each of the Applicants for which compensation and reimbursement are allowed hereby were actual, reasonable and necessary; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Applications are granted as set forth on **Schedule A** hereto.
2. The Debtors are authorized and directed upon entry of this Order to remit payment to each of the Applicants in the amounts set forth on **Schedule A** hereto less all amounts previously paid on account of such fees and expenses set forth on **Schedule B**.
3. Nothing set forth in this Order shall preclude the review of the Applications by the Court-appointed independent fee examiner in these cases (the “**Fee Examiner**”) contemplated by the *Order Authorizing Appointment of Independent Fee Examiner Pursuant to 11 U.S.C. § 105(a) and Modifying Interim Compensation Procedures for Certain Professionals Employed Pursuant to 11 U.S.C. § 327* (ECF No. 3307), and the Fee Examiner hereby reserves all

rights with respect thereto in connection with the approval of any final fee applications for such professionals.

4. All applications set forth herein shall be subject to paragraph 61 of the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* (ECF No. 5370) (the “**Confirmation Order**”).

5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: \_\_\_\_\_, 2022  
White Plains, New York

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Schedule A**

Case No. 18-23538 (RDD)  
In re Sears Holdings Corporation, *et al.*

**INTERIM FEE APPLICATIONS**

(1) APPLICANT	(2) APPLICATION DATE AND DOCKET NO.	(3) FEE PERIOD	(4) FEES REQUESTED	(5) FEES ALLOWED	(6) FEES TO BE PAID UNDER ORDER <sup>1</sup>	(7) EXPENSES REQUESTED	(8) EXPENSES ALLOWED	(9) EXPENSES TO BE PAID UNDER ORDER <sup>2</sup>
Akin Gump Strauss Hauer & Feld LLP. (Counsel for the UCC and the Ligation Designees)	April 14, 2022 ECF No. 10398	11/01/21 – 02/28/22	\$536,639.00	\$536,639.00	\$536,639.00	\$44,946.53	\$44,946.53	\$44,946.53
Herrick, Feinstein LLP (Special Conflicts Counsel for the UCC)	April 14, 2022 ECF No. 10396	11/01/21 – 02/28/22	\$46,688.00	\$46,688.00	\$46,688.00	\$509.69	\$509.69	\$509.69
FTI Consulting, Inc. (Financial Advisor for the UCC)	April 14, 2022 ECF No. 10399	11/01/21 – 02/28/22	\$80,462.00	\$80,462.00	\$80,462.00	\$0.00	\$0.00	\$0.00
Kroll Restructuring Administration LLC (Administrative Agent for the Debtors)	April 14, 2022 ECF No. 10397	11/01/21 – 02/28/22	\$4,233.05	\$4,233.05	\$4,233.05	\$0.00	\$0.00	\$0.00
Weil, Gotshal & Manges LLP (Attorneys for the Debtors)	April 15, 2022 ECF No. 10160	11/01/21 – 02/28/22	\$1,574,106.50	\$1,574,106.50	\$1,574,106.50	\$213,032.12	\$213,032.12	\$213,032.12

<sup>1</sup> Subject to amounts previously paid by the Debtors.

<sup>2</sup> *Id.*

(1) APPLICANT	(2) APPLICATION DATE AND DOCKET NO.	(3) FEE PERIOD	(4) FEES REQUESTED	(5) FEES ALLOWED	(6) FEES TO BE PAID UNDER ORDER <sup>1</sup>	(7) EXPENSES REQUESTED	(8) EXPENSES ALLOWED	(9) EXPENSES TO BE PAID UNDER ORDER <sup>2</sup>
Moritt Hock & Hamroff LLP (Special Conflicts Counsel to the UCC)	January 7, 2022 ECF No. 10217	03/01/21 – 09/30/21	\$17,883.50	\$17,883.50	\$17,883.50	\$7.40	\$7.40	\$7.40
Paul E. Harner and Ballard Spahr LLP (Fee Examiner and Counsel to the Fee Examiner)	April 25, 2022 ECF No. 10409	11/01/21 – 02/28/22	\$269,013.50	\$269,013.50	\$269,013.50	\$111.60	\$111.60	\$111.60
Deloitte Tax LLP (Tax Service Providers for the Debtors)	May 11, 2022 ECF No. 10433	11/01/19 – 03/31/20	\$53,422.00	\$53,422.00	\$53,422.00	\$0.00	\$0.00	\$0.00
Deloitte Tax LLP (Tax Service Providers for the Debtors)	May 11, 2022 ECF No. 10434	04/01/20 – 12/31/21	\$257,411.50	\$257,411.50	\$257,411.50	\$0.00	\$0.00	\$0.00
<b>TOTAL</b>			<b>\$2,839,859.05</b>	<b>\$2,839,859.05</b>	<b>\$2,839,859.05</b>	<b>\$258,607.34</b>	<b>\$258,607.34</b>	<b>\$258,607.34</b>

Order Date: August \_\_, 2022

Initials: \_\_ USBJ



**Schedule B**

Case No. 18-23538 (RDD)  
In re Sears Holdings Corporation, *et al.*

<b>CUMULATIVE FEE APPLICATION TOTALS</b> <b>OCTOBER 15, 2018 THROUGH FEBRUARY 28, 2022</b>				
<b>(1)</b> <b>Applicant</b>	<b>(2)</b> <b>Total Fees Requested</b>	<b>(3)</b> <b>Total Fees Paid</b>	<b>(4)</b> <b>Total Expenses Requested</b>	<b>(5)</b> <b>Total Expenses Paid</b>
Akin Gump Strauss Hauer & Feld LLP. (Counsel for the UCC and the Litigation Designees)	\$50,795,515.50	\$43,436,745.70	\$14,154,284.98	\$13,284,730.39
Herrick, Feinstein LLP (Special Conflicts Counsel for the UCC)	\$3,880,748.50	\$3,841,243.30	\$383,812.68	\$383,699.80
FTI Consulting, Inc. (Financial Advisor for the UCC)	\$10,951,186.75	\$10,935,094.35	\$49,360.48	\$49,360.48
Kroll Restructuring Administration LLC (Administrative Agent for the Debtors)	\$725,601.02	\$723,530.59	\$5,824.93	\$5,824.93
Weil, Gotshal & Manges LLP (Attorneys for the Debtors)	\$83,835,405.75	\$83,520,584.45	\$4,095,455.85	\$4,095,455.85
Moritt Hock & Hamroff LLP (Special Conflicts Counsel to the UCC) <sup>1</sup>	\$536,618.00	\$518,734.50	\$12,031.22	\$12,023.82

<sup>1</sup> Moritt Hock & Hamroff LLP Cumulative Fee Period is January 2, 2020 – September 30, 2021.

**CUMULATIVE FEE APPLICATION TOTALS**  
**OCTOBER 15, 2018 THROUGH FEBRUARY 28, 2022**

<b>(1)</b> <b>Applicant</b>	<b>(2)</b> <b>Total Fees Requested</b>	<b>(3)</b> <b>Total Fees Paid</b>	<b>(4)</b> <b>Total Expenses Requested</b>	<b>(5)</b> <b>Total Expenses Paid</b>
Paul E. Harner and Ballard Spahr LLP (Fee Examiner and Counsel to the Fee Examiner) <sup>2</sup>	\$3,344,642.00	\$3,290,839.30	\$6,327.04	\$6,327.04
Deloitte Tax LLP <sup>3</sup> (Tax Services Providers for the Debtors)	\$5,101,430.00	\$4,790,596.50	\$87,139.53	\$87,139.53

Order Date: August \_\_, 2022

Initials: \_\_ USBJ

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<sup>2</sup> Paul E. Harner and Ballard Spahr LLP Cumulative Fee Period is April 22, 2019 – February 28, 2022.

<sup>3</sup> Deloitte Tax LLP Cumulative Fee Period is October 15, 2018 – December 31, 2021.

**Exhibit 2**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
<b>In re</b>	:
	:
<b>SEARS HOLDINGS CORPORATION, <i>et al.</i>,</b>	:
	:
<b>Debtors.<sup>1</sup></b>	:
	:
-----X	

**Chapter 11**

**Case No. 18-23538 (RDD)**

**(Jointly Administered)**

**ELEVENTH ORDER GRANTING APPLICATIONS OF PROFESSIONALS FOR INTERIM  
AND FINAL ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of each of the applications (each, an “**Application**” and collectively, the “**Applications**”) filed by those professionals identified on **Schedule A** and **Schedule B** hereto (each, an “**Applicant**” and collectively, the “**Applicants**”) for interim and final allowance of compensation for professional services rendered and expenses incurred during the periods identified on **Schedule A** and **Schedule B**; and the Court having jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

consideration of the Applications and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications and the deadline for filing objections to the relief requested therein having been provided; and the Court having found and determined that all of the applicable requirements of sections 327, 328, 330, and 331 of title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective February 5, 2013 (as adopted by General Order M-447), and the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (ECF No. 796) have been satisfied with respect to each of the Applications; and it appearing that the services rendered and expenses incurred by each of the Applicants for which compensation and reimbursement are allowed hereby were actual, reasonable and necessary; and the Applicants have agreed to make voluntary reductions reflecting resolutions reached with the Fee Examiner as reflected in Schedule B attached hereto; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Applications are granted on an interim basis as set forth on Schedule A hereto.
2. The Applications are granted and the fees and expenses set forth in Columns 2 and 4 on Schedule B hereto are approved on a final basis. Unpaid fees and expenses incurred by professionals in connection with the prosecution of the Jointly Asserted Causes of Action on behalf of the Litigation Designees shall not be paid until the Effective Date of the Plan.

3. Paul E. Harner's services as independent fee examiner in the Chapter 11 Cases (the "**Fee Examiner**") pursuant to the *Order Authorizing Appointment of Independent Fee Examiner Pursuant to 11 U.S.C. § 105(a) and Modifying Interim Compensation Procedures for Certain Professionals Employed Pursuant to 11 U.S.C. § 327* (ECF No. 3307) are hereby concluded. The Fee Examiner shall have no further duties to review fees or expenses incurred after June 30, 2022 by any professionals in the Chapter 11 Cases. Notwithstanding the foregoing, the Fee Examiner and his counsel shall be entitled to seek compensation and reimbursement for fees and expenses incurred by them from and after July 1, 2022.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: \_\_\_\_\_, 2022  
White Plains, New York

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Schedule A**

Case No. 18-23538 (RDD)  
In re Sears Holdings Corporation, *et al.*

**INTERIM FEE APPLICATIONS**

(1) APPLICANT	(2) APPLICATION DATE AND DOCKET NO.	(3) FEE PERIOD	(4) FEES REQUESTED	(5) FEES ALLOWED	(6) FEES TO BE PAID UNDER ORDER <sup>1</sup>	(7) EXPENSES REQUESTED	(8) EXPENSES ALLOWED	(9) EXPENSES TO BE PAID UNDER ORDER <sup>2</sup>
Akin Gump Strauss Hauer & Feld LLP. (Counsel for the UCC and the Ligation Designees)	August 9, 2022 ECF No. 10569	03/01/22 – 06/30/22	\$1,317,087.50	\$1,317,087.50	\$1,317,087.50	\$87,699.63	\$87,699.63	\$87,699.63
Herrick, Feinstein LLP (Special Conflicts Counsel for the UCC)	August 9, 2022 ECF No. 10572	03/01/22 – 06/30/22	\$29,355.50	\$29,355.50	\$29,355.50	\$407.10	\$407.10	\$407.10
Kroll Restructuring Administration LLC (Administrative Agent for the Debtors)	August 9, 2022 ECF No. 10564	03/01/22 – 06/30/22	\$14,409.42	\$14,409.42	\$14,409.42	\$0.00	\$0.00	\$0.00
Weil, Gotshal & Manges LLP (Attorneys for the Debtors)	August 9, 2022 ECF No. 10574	03/01/22 – 06/30/22	\$1,179,665.00	\$1,179,665.00	\$1,179,665.00	\$5,628.26	\$5,628.26	\$5,628.26
Paul E. Harner and Ballard Spahr LLP (Fee Examiner and Counsel to the Fee Examiner)	August 9, 2022 ECF No. 10576	03/01/22 – 06/30/22	\$278,851.00	\$278,851.00	\$278,851.00	\$0.00	\$0.00	\$0.00
<b>TOTAL</b>			<b>\$2,819,368.42</b>	<b>\$2,819,368.42</b>	<b>\$2,819,368.42</b>	<b>\$93,819.39</b>	<b>\$93,819.39</b>	<b>\$93,819.39</b>

Order Date: August \_\_, 2022  
Initials: \_\_ USBJ

<sup>1</sup> Subject to amounts previously paid by the Debtors.

<sup>2</sup> *Id.*

**Schedule B**

Case No. 18-23538 (RDD)  
In re Sears Holdings Corporation, *et al.*

(1) Applicant	(2) Total Fees Requested <sup>1</sup>	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid
Akin Gump Strauss Hauer & Feld LLP <sup>2</sup> (Counsel for the UCC and the Litigation Designees)	\$51,112,603.00	\$43,553,489.30	\$14,241,984.61	\$13,284,730.39
Herrick, Feinstein LLP <sup>3</sup> (Special Conflicts Counsel for the UCC)	\$3,710,104.00	\$3,869,802.00	\$384,219.78	\$383,912.68
FTI Consulting, Inc. <sup>4</sup> (Financial Advisor for the UCC)	\$10,910,160.75	\$10,935,094.35	\$49,611.98	\$49,360.48
Kroll Restructuring Administration LLC (Administrative Agent for the Debtors)	\$690,010.44	\$723,530.59	\$5,824.93	\$5,824.93
Weil, Gotshal & Manges LLP (Attorneys for the Debtors)	\$84,015,070.75	\$84,027,977.25	\$4,101,084.34	\$4,097,279.48
Paul, Weiss, Rifkind, Wharton & Garrison LLP <sup>5</sup> (Attorneys for the Debtors)	\$19,933,106.00	\$19,966,703.50	\$2,027,780.86	\$2,026,195.24
Moritt Hock & Hamroff LLP <sup>6</sup> (Special Conflicts Counsel to the UCC)	\$518,727.10	\$518,734.50	\$12,031.22	\$12,023.82

<sup>1</sup> Reflects voluntary reductions.

<sup>2</sup> Akin Gump Strauss Hauer & Feld LLP's Cumulative Fee Period is October 24, 2018 – June 30, 2022.

<sup>3</sup> Herrick, Feinstein LLP's Cumulative Fee Period is January 2, 2019 – June 30, 2022.

<sup>4</sup> FTI Consulting, Inc.'s Cumulative Fee Period is October 25, 2018 – June 30, 2022.

<sup>5</sup> Paul, Weiss, Rifkind, Wharton & Garrison LLP's Cumulative Fee Period is October 15, 2018 – July 31, 2022.

<sup>6</sup> Moritt Hock & Hamroff LLP's Cumulative Fee Period is January 2, 2020 – September 30, 2021.



(1) Applicant	(2) Total Fees Requested <sup>1</sup>	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid
Alvarez & Marsal North America, LLC (Financial Advisors for the Debtors)	\$4,043,524.50	\$4,088,746.50	\$25,872.87	\$25,872.87
Paul E. Harner and Ballard Spahr LLP <sup>7</sup> (Fee Examiner and Counsel to the Fee Examiner)	\$3,623,493.50	\$3,389,563.30	\$6,327.04	\$6,327.04
Young Conaway Stargatt & Taylor, LLP (Conflicts Counsel for the Debtors)	\$367,946.84	\$368,011.80	\$3,093.28	\$3,028.32
Deloitte Tax LLP (Tax Services Providers for the Debtors)	\$4,976,045.75	\$4,837,087.55	\$83,323.28	\$83,323.28
Wollmuth Maher & Deutsch LLP <sup>8</sup> (Co-Counsel to Official Retirees Committee)	\$175,000.00	\$0.00	\$2,009.47	\$0.00
Law Offices of Michael M. Mulder <sup>9</sup> (Co-Counsel to Official Retirees Committee)	\$175,000.00	\$0.00	\$0.00	\$0.00

Order Date: August \_\_, 2022

Initials: \_\_ USBJ

<sup>7</sup> Paul E. Harner and Ballard Spahr LLP's Cumulative Fee Period is April 22, 2019 – June 30, 2022.<sup>8</sup> Wollmuth Maher & Deutsch LLP's Cumulative Fee Period is July 9, 2019 – May 13, 2022.<sup>9</sup> Law Offices of Michael M. Mulder's Cumulative Fee Period is July 9, 2019 – May 13, 2022.